



CORPORATION SERVICE COMPANY

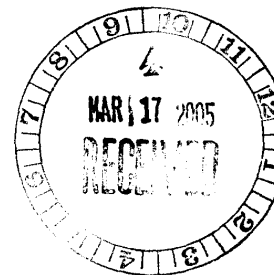
March 16, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
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RECORDATION NO. 23949-A FILED

MAR 17 '05 10:41 AM

SURFACE TRANSPORTATION BOARD



RE: 142524-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 25, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **SEARLES VALLEY MINERALS OPERATIONS INC. (fka IMC Chemicals Inc.)**  
8300 College Boulevard Overland Park, KS 66210

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **SEARLES VALLEY MINERALS OPERATIONS INC. (fka IMC Chemicals Inc.)** covering 9 covered hopper cars with reporting marks and numbers -TCMX 95757 - TCMX 95811 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23949 dated 04/24/2002 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MAR 17 '05 10-41 AM

AMENDED MEMORANDUM OF RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25<sup>th</sup> day of January, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SEARLES VALLEY MINERALS OPERATIONS INC. (formerly known as IMC CHEMICALS, INC.), a Delaware corporation, with an address at 8300 College Blvd., Overland Park, KS 66210 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 8, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 24, 2002 and given Recordation Number 23949.

WHEREAS, the Parties entered into an additional Schedule under the Lease, and have amended the description of the equipment on Schedule A of said Schedule and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

IMC CHEMICALS, INC. f/k/a SEARLES VALLEY MINERALS OPERATIONS INC.

By: Searles Valley Minerals  
Name: Wynne G. Givens  
Title: Director of Distribution

## SCHEDULE A

<u>Number of Cars</u>	<u>Equipment Description</u>
9	3,230 c.f.p.d. covered hopper car
1	TCMX 95757
2	TCMX 95758
3	TCMX 95759
4	TCMX 95762
5	TCMX 95764
6	TCMX 95765
7	TCMX 95802
8	TCMX 95806
9	TCMX 95811